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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



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To the Honorable Commissioner of Patents and Trademarks

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original documents or copies thereof.

1. Name of conveying party(ies):

Robert Allen Fabrics, Inc.

- Individual(s)
- General Partnership
- Corporation-State Delaware
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)

Name: The Robert Allen Group, Inc.

Internal Address:

Street Address: 55 Cabot Bl

City: Mansfield State: MA ZIP: 02048

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: December 4, 1997

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

Reg. No. 1,562,237 - BEACON HILL
Reg. No. 1,879,236 - SADDLESKIN
Reg. No. 2,049,530 - MANSFIELD

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Floyd A. Gibson, Esq.
ALSTON & BIRD LLP
Internal Address: P.O. Drawer 34009

Street Address: 1211 E. Morehead Street

City: Charlotte State: NC ZIP: 28234

6. Total number of applications and registrations involved:

3

7. Total fee (37 CFR 3.41).....\$ 90.00

Enclosed

Authorized to be charged to deposit account

If additional fees are needed please use

8. Deposit account number:

16-0605

(Attach duplicate copy of this page if paying by deposit account)

01 FC:481
02 FC:482

40.00 OP
50.00 OP

DO NOT USE THIS SPACE

9. Statement and signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Floyd A. Gibson
Name of Person Signing

Floyd A. Gibson
Signature

January 25, 2000
Date

Total number of pages including cover sheet, attachments, and document:

6

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"AMETEX FABRICS, INC.", A DELAWARE CORPORATION,
"INTERIOR FABRIC DESIGN, INC.", A NEW YORK CORPORATION,
"RAMM, SON & CROCKER, INC.", A NEW YORK CORPORATION,
WITH AND INTO "ROBERT ALLEN FABRICS, INC." UNDER THE NAME OF "THE ROBERT ALLEN GROUP, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FOURTH DAY OF DECEMBER, A.D. 1997, AT 3 O'CLOCK P.M.



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

2098513 8100M

DATE: 8888646

TRADEMARK
REEL: 002026 FRAME: 0681

001022500

CERTIFICATE OF MERGER
OF
AMETEX FABRICS, INC., INTERIOR FABRIC DESIGN, INC.
AND
RAMM, SON & CROCKER, INC.
INTO
ROBERT ALLEN FABRICS, INC.
UNDER SECTION 252 OF THE GENERAL CORPORATION LAW
OF THE STATE OF DELAWARE

Robert Allen Fabrics, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "GCL"), hereby certifies that:

FIRST: The name and state of incorporation of each of the constituent corporations are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Ametex Fabrics, Inc. ("Ametex")	Delaware
Interior Fabric Designs, Inc. ("IFD")	New York
Ramm, Son & Crocker, Inc. ("RSC")	New York
Robert Allen Fabrics, Inc. ("RAF")	Delaware

SECOND: An Agreement and Plan of Merger dated as of December 1, 1997 (the "Agreement"), among Ametex, IFD, RSC and RAF with respect to the merger of Ametex, IFD and RSC into RAF (the "Merger"), has been approved, adopted, certified, executed and acknowledged by each of Ametex, IFD, RSC and RAF in accordance with Section 252 of the GCL.

THIRD: The Merger shall become effective as of 12:01 a.m. on January 1, 1998. The surviving corporation in the Merger shall be RAF, a Delaware corporation, which shall change its name at the effective time of the Merger to The Robert Allen Group, Inc., as provided in the Agreement.

FOURTH: The Certificate of Incorporation of RAF shall be amended at the effective time of the Merger to change the corporate name of RAF to The Robert Allen Group, Inc. and, as so amended, shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: The executed Agreement is on file at the principal place of business of the surviving corporation located at 55 Cabot Blvd., Mansfield, MA 02048.

SIXTH: A copy of the Agreement will be furnished by the surviving corporation, on request and without cost, to any stockholder of Ametex, IFD, RSC and RAF.

SEVENTH: The authorized capital stock of each constituent corporation which is not a Delaware corporation is as follows:

<u>Name of Corporation</u>	<u>Designation and number of authorized shares of each class</u>
Interior Fabric Design, Inc.	200 Common Shares No par value
Ramm, Son & Crocker, Inc.	1,000 Common Shares \$1.00 par value

IN WITNESS WHEREOF, Robert Allen Fabrics, Inc. has caused this Certificate to be signed by Ronald J. Hoffman, its Vice President, and attested by Douglas C. Barnard, its Secretary, this 1st day of December, 1997.

ROBERT ALLEN FABRICS, INC.

By: Ronald J. Hoffman
Ronald J. Hoffman
Vice President

ATTEST:

By: Douglas C. Barnard
Douglas C. Barnard
Secretary